

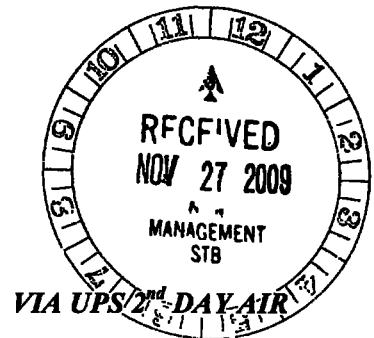
FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318 7575
Fax 847 318 7588

RECORDATION NO. 23765-AA FILED

NOV 27 '09 -3 01 AM



November 24, 2009

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease Termination – Rider No. 21

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated November 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease which was duly filed on March 16, 2005 at 4.24 p.m. with the Surface Transportation Board under Recordation Number 23765-Q.

The names and addresses of the parties to the enclosed document are:

Lessor First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee Canadian National Railway Company
935 de La Gauchetiere St West
Montreal, Quebec H3B 2M9
Canada

The enclosed document is for two hundred (200) bi-level autoracks, having CNA marks (see Exhibit A for car numbers) which have been terminated in all respects and are no longer covered under the Lease.

A short summary of the document to appear in the index follows Memorandum of Lease Termination

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CN093)

NOV 27 '09 -3 01 AM

MEMORANDUM OF LEASE TERMINATION – RIDER NO. 21

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") is made and entered into as of Nov. 23, 2009 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Canadian National Railway Company ("Lessee"), a Canadian corporation.

WITNESSETH:

WHEREAS, Lessor and Lessee entered into that certain Lease Agreement dated as of June 16, 1994 and Rider No 21 dated June 1, 2004 (collectively, the "Lease"), whereby Lessor has agreed to lease to Lessee certain railcars as more particularly described in on Exhibit A (the "Equipment"); and

WHEREAS, Lessor and Lessee entered into that certain Memorandum of Lease dated as of June 1, 2004, evidencing the above-described Lease of such Equipment, which was (i) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on March 15, 2005 at 1:37 p m, and (ii) filed at the Surface Transportation Board on March 16, 2005 at 4:24 p m. with recordation number 23765-Q.

WHEREAS, the Lease between Lessor and Lessee has been terminated, and

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows

1. This Notice serves as notice that the Lease between Lessor and Lessee relating to the Equipment and evidenced by the Memorandum of Lease filed with the Surface Transportation Board, has been terminated in all respects.
2. All of the interest of the Lessee, its successors and assigns, in the equipment arising pursuant to the Lease has been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and each of the undersigned declares under penalty of perjury that he holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation).

LESSOR:

FIRST UNION RAIL CORPORATION

Name. Richard F Seymour

Title. Vice President Sales & Marketing

Signature: Richard F. Seymour

EXHIBIT A to MEMORANDUM OF TERMINATION OF LEASE

NUMBER OF CARS:	Two hundred (200)
DESCRIPTION OF CARS:	Fully enclosed new aluminum vehicle carrier (bi-level), A.A.R. Car Type Code V978. Built by Johnstown America Corp , equipped with Holden Chock System
CAR NUMBERS:	CNA 712800 to 712999, inclusive